

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION**

In re:	§	Chapter 11
ALTA MESA RESOURCES, INC., <i>et al.</i> ,	§	Case No. 19-35133 (MI)
Debtors. ¹	§	(Jointly Administered)
	§	

**VERIFIED STATEMENT OF DAVIS POLK & WARDWELL LLP
AND RAPP & KROCK, PC
PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019**

In connection with the chapter 11 cases (the “Chapter 11 Cases”) commenced by Alta Mesa Resources, Inc. (“Alta Mesa”) and the other above-captioned debtors (the “Debtors”) on September 11, 2019, Davis Polk & Wardwell LLP (“Davis Polk”) and Rapp & Krock, PC (“Rapp & Krock” and together with Davis Polk, “Counsel”) hereby submit this verified statement (“Statement”) pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (“Bankruptcy Rule 2019”) with respect to Counsel’s representation of the group (the “Ad Hoc Noteholder Group”) formed by holders (each a “Member”) of 7.875% senior notes due 2024 (the “Prepetition Unsecured Notes”) issued by Alta Mesa Holdings, LP and Alta Mesa Finance Services Corp. (together, the “Issuers”) and respectfully state as follows:

1. In or around February 2019, the Ad Hoc Noteholder Group engaged Davis Polk to represent it in connection with the Members’ holdings of Prepetition Unsecured

¹ The Debtors in these chapter 11 cases and the last four digits of their federal tax identification numbers are as follows: Alta Mesa Resources, Inc. (3840); Alta Mesa Holdings, LP (5150); Alta Mesa Holdings GP, LLC (0642); OEM GP, LLC (0958); Alta Mesa Finance Services Corp. (5673); Alta Mesa Services, LP (7295); and Oklahoma Energy Acquisitions, LP (3762). The location of the Debtors’ corporate headquarters and service address is 15021 Katy Freeway, 4th Floor, Houston, Texas 77094.

Notes. In September 2019, the Ad Hoc Noteholder Group engaged Rapp & Krock to act as co-counsel in these Chapter 11 Cases.

2. The Members of the Ad Hoc Noteholder Group, collectively, beneficially own or manage (or are the investment advisors or managers for funds that beneficially own or manage) approximately \$485.91 million in aggregate principal amount of Prepetition Unsecured Notes as set forth on **Exhibit A** hereto.

3. In accordance with Bankruptcy Rule 2019, the address, nature and amount of all disclosable economic interests of each Member of the Ad Hoc Noteholder Group is set forth in **Exhibit A** hereto. The information contained in **Exhibit A** is based upon information provided by the Members of the Ad Hoc Noteholder Group to Counsel and is subject to change.

4. Upon information and belief formed after due inquiry, Counsel does not currently hold any claim against, or interest in, the Debtors or their estates. Davis Polk's address is 450 Lexington Avenue, New York, New York 10017. Rapp & Krock's address is 1980 Post Oak Boulevard, Suite 1200, Houston, TX 77056.

5. Counsel submits this Statement out of an abundance of caution, and nothing herein should be construed as an admission that the requirements of Bankruptcy Rule 2019 apply to Counsel's representation of the Ad Hoc Noteholder Group.

6. Nothing contained in this Statement, including **Exhibit A** hereto, should be construed as (i) a waiver or release of any claims against the Debtors by any Member of the Ad Hoc Noteholder Group, (ii) an admission with respect to any fact or legal theory or (iii) a limitation upon, or waiver of, any Member's right to file and/or amend a proof of

claim in accordance with applicable law and any orders entered in these Chapter 11 Cases establishing procedures for filing proofs of claim or interests.

7. The undersigned verify that the foregoing is true and correct to the best of their knowledge.

8. Counsel reserves the right to amend or supplement this Statement.

9. The information contained herein is intended only to comply with Bankruptcy Rule 2019 and is not intended for any other use or purpose.

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Dated: September 12, 2019

RAPP & KROCK, PC

/s/ Henry Flores

Henry Flores

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- and -

DAVIS POLK & WARDWELL LLP

/s/ Damian S. Schaible

Damian S. Schaible (*pro hac vice* pending)

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**COUNSEL TO THE AD HOC
NOTEHOLDER GROUP**

EXHIBIT A

Member	Address	Nature and Amount² of Disclosable Economic Interest³
Funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by BAIN CAPITAL CREDIT, LP or a subsidiary thereof	200 Clarendon Street, Boston, MA 02116	<ul style="list-style-type: none"> • \$42,470,000 in aggregate principal amount of Prepetition Unsecured Notes
Funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by FIREFLY VALUE PARTNERS, LP or a subsidiary thereof	601 West 26th Street, Suite 1250, New York, NY 10001	<ul style="list-style-type: none"> • \$30,000,000 in aggregate principal amount of Prepetition Unsecured Notes
Funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by LEROY DH, L.P. or a subsidiary thereof	9 West 57th Street, 37th Floor, New York, NY 10019	<ul style="list-style-type: none"> • \$166,700,000 in aggregate principal amount of Prepetition Unsecured Notes

² Amounts listed on this **Exhibit A** represent aggregate interests held by, or held by funds or accounts managed or advised by, the listed entities or their respective affiliates. Amounts listed on this **Exhibit A** do not include any claims for, without limitation, fees, expenses, accrued and unpaid interest, premiums, make-wholes or indemnification that may be owing under any indenture, credit agreement or other instrument.

³ To the best of Counsel's knowledge, the information included herein is accurate as of close of business September 9, 2019.

Member	Address	Nature and Amount ² of Disclosable Economic Interest ³
Funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by PGIM, INC. or a subsidiary thereof	655 Broad Street, 7th Floor, Newark, NJ 07102	<ul style="list-style-type: none"> • \$218,046,000 in aggregate principal amount of Prepetition Unsecured Notes
Funds and/or accounts, or subsidiaries of such funds and/or accounts, managed, advised or controlled by PPM AMERICA, INC. or a subsidiary thereof	225 West Wacker Drive, Suite 1100, Chicago, IL 60606	<ul style="list-style-type: none"> • \$28,694,000 in aggregate principal amount of Prepetition Unsecured Notes